

MEMPHIS DOWNTOWN:
One Commerce Square, Ste 2000
Memphis, Tennessee 38103
telephone: (901) 259-7100
facsimile: (901) 259-7150

Charles B. Welch, Jr.
cbwelch@farris-law.com

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC**

ATTORNEYS AT LAW

**HISTORIC CASTNER KNOTT BUILDING
618 CHURCH STREET, SUITE 300
NASHVILLE, TENNESSEE 37219-2436**

(615) 726-1200 Telephone
(615) 726-1776 Facsimile

June 1, 2001

REG'D TN
MEMPHIS EAST
REG'D TN
1000 Oak Court Drive, Ste. 345
Memphis, Tennessee 38117
telephone: (901) 762-0532
facsimile: (901) 683-2553
*01 JUN 1 2001

Writer's Direct Dial:
(615) 687-4230
EXECUTIVE SECRETARY

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

VIA HAND DELIVERY

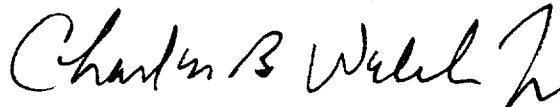
Re: *AT&T's Communications of the South Central States and TCG MidSouth, Inc. Petition for Structural Separation of BellSouth Telecommunications, Inc.*
Docket No. 01-00405

Dear Mr. Waddell:

Please find enclosed the original and thirteen copies of the Petition of Time Warner Telecom of the Mid-South, L.P. for Leave to Intervene to be filed in the above-captioned proceeding. I have provided copies to all counsel of record.

Very truly yours,

**FARRIS, MATHEWS, BRANAN,
BOBANGO & HELLEN, P.L.C.**



Charles B. Welch, Jr.

CBW:lw

Enclosures

cc: Carolyn Marek

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**AT&T'S COMMUNICATIONS OF THE SOUTH
CENTRAL STATE AND TCG MIDSOUTH,
INC. PETITION FOR STRUCTURAL SEPARATION
OF BELL SOUTH TELECOMMUNICATIONS, INC.**

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DOCKET NO. 01-00405

**PETITION OF TIME WARNER TELECOM OF THE MIDSOUTH, L.P.
FOR LEAVE TO INTERVENE**

Time Warner Telecom of the MidSouth, L.P. ("Time Warner"), pursuant to Tennessee Code Annotated § 4-5-310, § 65-2-107, and the Rules of the Tennessee Department of State Administrative Procedures Division, Chapter 1360-4-1-.12, petitions to intervene in the referenced docket, and in support of its Petition states as follows:

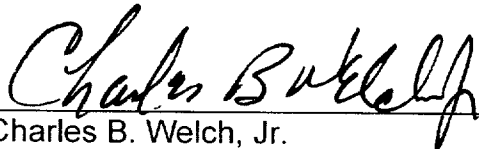
1. Time Warner is a certified, competitive provider of local exchange telephone services.
2. Time Warner petitions to intervene in order to ensure that its interests are represented. As a certified telecommunication service provider, Time Warner's legal rights, duties, privileges, immunities, or other legal interests or responsibilities may be affected or determined by the outcome of this proceeding, and Petitioner's interest will not be adequately represented unless allowed to intervene.
3. The Petitioner's participation will not impair the interest of justice or the orderly prompt conduct of the Authority's proceeding.
4. This petition to intervene is being filed at least seven (7) days before the hearing of this cause.

WHEREFORE, PREMISES CONSIDERED, Time Warner, prays that they be granted leave to intervene and participate in this proceeding with all attendant rights and responsibilities, and to receive copies of any notices, orders or any other documents filed herein, and have such other, further and general relief as the justice of their cause entitle them to receive.

DATED this the 22nd day of May, 2001.

Respectfully submitted,

**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", written over a horizontal line.

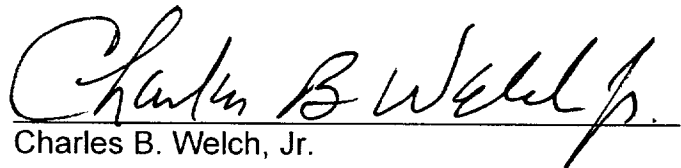
Charles B. Welch, Jr.
Attorney for Petitioner, Time Warner Telecom
of the Mid-South, L.P.
618 Church Street, Suite 300
Nashville, Tennessee 37219
(615) 726-1200

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following parties of record, by placing same in U.S. Mail, postage prepaid, this the 1st day of June, 2001.

James Lamoureux, Esq.
AT&T
1200 Peachtree St., NE
Atlanta, GA 30309

Guy M. Hicks, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201-3300


Charles B. Welch, Jr.